McCANN, GARLAND, RIDALL & BURKE

ATTORNEYS AT LAW SUITE 4000

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August 24, 1988

RECORDATION NO 56 Find 1825

AUG 3 0 1988 - 11 15 AM

Secretary
Interstate Commerce Commission
Washington, D.C.

INTERSTATE COMMERCE COMMISSION

Dear Madam:

G. GRAY GARLAND, JR.

CHARLES R. BURKE

STEPHEN JURMAN

EWING C. BASHOR

EDMUND W. RIDALL, JR.

EDWARD C. WACHTER, JR.

GRETCHEN G. DONALDSON BERNARD J. BERCIK, JR.

MICHAEL J. WOODRING THEA G. EVANKOVICH

Enclosed for recordation pursuant to the provisions of Section §11303(a) of Title 49 of the United States Code and the rules and regulations thereunder are three (3) executed copies of a Second Amendment to Security Agreement dated as of August 19, 1988.

The amendment is to a Security Agreement dated as of May 19, 1988 by and between Helm Financial Corporation and Westinghouse Credit Corporation recorded at ICC recordation number 15644.

A general description of the additional railroad equipment covered by by the enclosed document is:

DESIGNATION	DESCRIPTION	QUANTITY	CAR NUMBERS
НТ	100 ton, 3418 cubic foot triple pocket, open top hopper cars. Remanufact (Rule 88) by Bethlehem S Freight Car Division, 19	ured teel	TWRY 10,001 - 10,003, inclusive, and TWRY 10,078 - 10,124 inclusive
	100 ton, 3,433 cubic foo capacity, open top hoppe cars built in 1978 by The Chessie Corporation		HLMX 7200 - 7206, inclusive HLMX 7208-7224, inclusive HLMX 7226-7228 inclusive HLMX 7230-7232, inclusive HLMX 7534-7537, inclusive HLMX 7539, HLMX 7541-7543, inclusive, HLMX 7545-7549, inclusive, HLMX 7551-7557, inclusive.

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The names and addresses of the parties to the enclosed documents are:

First Amendment to Security Agreement dated as of August 19, 1988.

DEBTOR:

Helm Financial Corporation

One Embarcadero Center

Suite 3320

San Francisco, CA 94111

SECURED PARTY:

Westinghouse Credit Corporation

One Oxford Centre Pittsburgh, PA 15219

A fee of \$ is enclosed. Please return the originals and any copies not needed by the Commission for recordation to me.

A short summary of the document to appear in the Index follows:

First Amendment to Security Agreement between Helm Financial Corporation, debtor, One Embarcadero Center, Suite 3320, San Francisco, CA 94111 and Westinghouse Credit Corporation, secured party, One Oxford Centre, Pittsburgh, PA 15219, dated as of August 19, 1988, and covering 50 railroad cars, numbered HLMX 7200-7206, inclusive, HLMX 7208-7224, inclusive, HLMX 7226-7228, inclusive, HLMX 7230-7232, inclusive, HLMX 7534-7537, inclusive, HLMX 7539, HLMX 7541-7543, inclusive, HLMX 7545-7549, inclusive, HLMX 7551-7557, inclusive and 50 remanufactured railroad cars, numbered TWRY 10,001-10,003, inclusive and TWRY 10,078-10,124, inclusive..

You are hereby authorized to deliver any executed copies of the Security Agreement not needed by the Commission, with filing data noted thereon, following recordation, to the representative of Messrs. Sidley & Austin, who is delivering this letter and said enclosures to you.

McCANN, GARLAND, RIDALL & BURKE

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Enclosure

07LT27/70

RECORDATION NO 5649- E

AUG 3 0 1988 - 11 15 AIN

Second Amendment To Security Agreement To Se

The First Amendment is made as of this 4 day of August, 1988, by and between Helm Financial Corporation, a California corporation ("Borrower") and Westinghouse Credit Corporation, a Delaware corporation ("WCC").

WHEREAS, on April 29, 1988, Borrower and WCC entered into a Security Agreement ("Security Agreement") under which WCC made available to Borrower a loan in the amount of \$3,363,220.00. The above described indebtedness was secured by a continuing security interest in certain of Borrower's Equipment, Lease Agreements, Purchase Order with Bethlehem, RMI Agreement and proceeds, all as defined in the Security Agreement, and was evidenced by Secured Note ("Promissory Note") in the face amount of \$3,363,220.00.

WHEREAS, as of May 10, 1988 WCC and Helm entered into a First Amendment to the Security Agreement.

WHEREAS, Borrower and WCC have agreed to amend the Security Agreement as further set forth below.

NOW, THEREFORE, in consideration of the foregoing premises and intending to be legally bound, the parties hereto agree as follows:

- 1. Schedule A to the Security Agreement is hereby amended by including as additional Equipment the equipment set forth in Exhbit 1 attached hereto. The original Equipment designated in Schedule A to the Security Agreement shall remain as Equipment and Collateral pursuant to the terms of the Security Agreement.
- 2. All terms used in this Second Amendment defined in the Security Agreement shall have the meanings set forth therein except as otherwise specified hereunder.
- 3. Except as otherwise specifically set forth herein, all other terms of the Promissory Note, all other terms of the Security Agreement, and other loan documents referenced therein, including, but not limited to, the Collateral Assignment of Leases, shall remain in full force and effect as originally executed.

IN WITNESS WHEREOF, this Second Amendment is duly executed as of the date and year set forth above by the undersigned duly authorized representatives of Borrower and WCC.

COUNTY OF SAN FRANCISCO) ss.

On this 19 day of August, 1988, before me, personally appeared William M. Referson, to me personally known, who being by me duly sworn, says that he is a Executive Vice President of Helm Financial Corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public 7. Lary

COUNTY OF Allegheny

On this dependent of August, 1988, before me, personally appeared worn, says that he is a home that of Westinghouse Credit Corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

SS.

otary Public

JOANN B. KLINGLER, NOTARY PUBLIC PITISBURGH, ALLEGHENY COUNTY MY COMMISSION EXPIRES MAY 6, 1991 Member, Pennsylvania Association of Notaries

(SEAL)

0746/P

Schedule 1

Description of Equipment

Fifty (50) 100-ton, cubic foot, triple pocket, open top hopper cars, remanufactured (Rule 88) by Bethlehem Steel Freight Car Division, 1988, as further described below:

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- 2 -

Schedule 1

Description of Equipment - (continued)

Fifty (50) 100-ton, 3,433-cubic-foot capacity, open top hopper cars built in 1978 by The Chessie Corporation, as further described below:

HLHX 7200 UHP 7200 HLHX 7201 UMP 7201 HLHX 7203 UMP 7202 HLHX 7203 UMP 7204 HLHX 7204 UMP 7204 HLHX 7205 UMP 7205 HLHX 7206 UMP 7206 HLHX 7206 UMP 7206 HLHX 7208 UMP 7208 HLHX 7209 UMP 7209 HLHX 7210 UMP 7210 HLHX 7211 UMP 7211 HLHX 7212 UMP 7212 HLHX 7213 UMP 7213 HLHX 7214 UMP 7214 HLHX 7215 UMP 7215 HLHX 7216 UMP 7215 HLHX 7217 UMP 7217 HLHX 7218 UMP 7218 HLHX 7219 UMP 7219 HLHX 7220 UMP 7220 HLHX 7221 UMP 7221 HLHX 7221 UMP 7221 HLHX 7221 UMP 7221 HLHX 7220 UMP 7222 HLHX 7221 UMP 7221 HLHX 7222 UMP 7222 HLHX 7223 UMP 7223 HLHX 7224 UMP 7224 HLHX 7224 UMP 7224 HLHX 7225 UMP 7222 HLHX 7226 UMP 7226 HLHX 7227 UMP 7227 HLHX 7231 UMP 7231 HLHX 7231 UMP 7231 HLHX 7231 UMP 7231 HLHX 7231 UMP 7231 HLHX 7232 UMP 7232 HLHX 7334 UMP 7335 HLHX 7335 UMP 7336 HLHX 7534 UMP 7535 HLHX 7535 UMP 7535 HLHX 7536 UMP 7537 HLHX 7537 UMP 7537 HLHX 7538 UMP 7539 HLHX 7531 UMP 7537 HLHX 7534 UMP 7537 HLHX 7535 UMP 7535 HLHX 7536 UMP 7537 HLHX 7537 UMP 7537 HLHX 7531 UMP 7537 HLHX 7534 UMP 7537 HLHX 7535 UMP 7535 HLHX 7543 UMP 7543 HLHX 7545 UMP 7545 HLHX 7546 UMP 7545 HLHX 7551 UMP 7551 HLHX 7552 UMP 7553 HLHX 7555 UMP 7555 HLHX 7555 UMP 7556 HLHX 7555 UMP 7555	NEW ROAD	NUMBER	OLD	ROAD NUMBER
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	HLHX	7557	UHP	

ATTEST	HELM FINANCIAL CORPORATION
Mude	By: William Peterson
(Corporate Seal)	Name: William M. PETENSON
•	Date: 8-19-88
ATTEST:	WESTINGHOUSE CREDIT CORPORATION
	By: 13 Win filler
(Corporate Seal)	Name: 51/100 H DRA
	Date: 8-23-88

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